

TERMINATION AND RELEASE OF STREETS OVERSIZING AGREEMENT

THIS TERMINATION AND RELEASE OF STREETS OVERSIZING AGREEMENT (the "Release") is made and entered into on the dates set forth beneath the signatures of the parties by and between MSP Corporation, a Colorado corporation, hereinafter called "MSP," and the Town of Frederick, Colorado, a municipal corporation, hereinafter called "Town."

WHEREAS, on the 12th day of January, 2006, MSP and the Town executed the Streets Oversizing Agreement, which was recorded in the office of the Clerk and Recorder of Weld County, Colorado on February 17, 2006 at Reception No. 3363909 (the "Oversizing Agreement"); and

WHEREAS, the Oversizing Agreement obligated the Town to reimburse MSP for portions of the public improvements installed by MSP in or adjacent to, relating to and benefiting the real property known as the Moore Farm Subdivision, County of Weld, State of Colorado (the "Property"); and

WHEREAS, the Town has paid in full to MSP all sums due and owing to MSP pursuant to the Oversizing Agreement; and

WHEREAS, the Town and MSP have performed all of the other covenants, duties and obligations required to be performed by each party pursuant to the terms and provisions of the Oversizing Agreement; and

WHEREAS, as a result of such payment and performance, both MSP and the Town are desirous of terminating the Oversizing Agreement and releasing of record the effect of the Oversizing Agreement upon the Property.

NOW THEREFORE, the Town and MSP hereby agree as follows:

Termination of Oversizing Agreement. MSP and the Town hereby acknowledge and agree that all sums due and owing to MSP pursuant to the Oversizing Agreement have been fully paid, performed and satisfied and as a result thereof, MSP and the Town hereby terminate the Oversizing Agreement and hereby forever release and discharge each other of, from and with respect to their respective covenants, duties, rights and obligations arising under the Oversizing Agreement and this agreement shall be recorded in the office of the Weld County Clerk and Recorder.

IN WITNESS WHEREOF, the Town and MSP have executed this Release as of the day and year set forth beneath their respective signatures.

APPROVED AS TO FORM:

THE TOWN OF FREDERICK
A Municipal Corporation

By: _____
Richard Samson, Town Attorney

By: _____
Eric E. Doering, Mayor

Dated: _____, 2009

ATTEST:

Nanette Fornof, Town Clerk

STATE OF COLORADO)
)ss
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2009 by Eric E. Doering and Nanette Fornoff.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal on the day and year last above written.

My commission expires: _____

Notary Public

ATTEST:

MSP CORPORATION
650 S. Cherry St., Suite 435
Denver, CO 80246

[S E A L]

By: M. Palkowitsh
Marcus Palkowitsh,
Secretary

By: M. Palkowitsh
Marcus Palkowitsh,
President

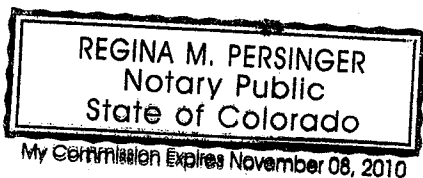
Dated: February 20, 2009

STATE OF COLORADO)
)ss
COUNTY OF Arapahoe)

Before me Regina M. Persinger, a Notary Public in and for said County and State, on the 20 day of February, 2009, personally appeared Marcus Palkowitsh, the President of MSP Corporation, a Colorado corporation, to me known to be the person who executed the within and foregoing instrument, and acknowledged to me that he executed the same in the capacity indicated for and on behalf of said corporation as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal on the day and year last above written.

My commission expires: 11/08/2010



Regina M. Persinger
Notary Public